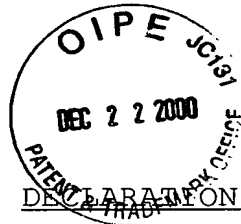


#3



- 27 -

LC-1

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am an original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

ELECTRONIC NOTE TAKING SYSTEMS AND METHODS

the specification of which

[] is attached hereto

[X] was filed on 8/11/2000
as Application Serial No. 09/637,388.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims.

I do not know and do not believe that the invention was ever patented or described in any printed publication in any country before my or our invention thereof or more than one year prior to this application.

I do not know and do not believe that the invention was in public use or on sale in the United States of America more than one year prior to this application.

I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known by me to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, § 119(a)-(d) of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having

a filing date before that of the application on which
priority is claimed:

Prior Foreign Application(s)

Priority
Claimed

<u> </u>	<u> </u>	<u> </u>	<u>[]</u>	<u>[]</u>
(Number)	(Country)	(Filing Date)	Yes	No

I hereby claim the benefit under Title 35, United
States Code § 119(e) of any United States provisional
application(s) listed below.

<u>60/203,180</u>	<u>May 8, 2000</u>
(Application Serial No.)	(Filing Date)
<u> </u>	<u> </u>
(Application Serial No.)	(Filing Date)

I hereby claim the benefit under Title 35, United
States Code, § 120 of any United States application(s)
listed below and, insofar as the subject matter of each
of the claims of this application is not disclosed in
the prior United States application in the manner
provided by the first paragraph of Title 35, United
States Code, § 112, I acknowledge the duty to disclose
to the United States Patent and Trademark Office all
information known by me to be material to patentability
as defined in Title 37, Code of Federal Regulations,
§ 1.56 which became available between the filing date
of the prior application and the national or PCT
international filing date of this application:

<u> </u>	<u> </u>	<u> </u>
(Application	(Filing Date)	(Status) (patented,
Serial No.)		pending, abandoned)

As a named inventor, I hereby appoint the following
attorneys or agents to prosecute this application and
transact all business in the United States Patent and
Trademark Office connected therewith:


<u>Kelsey I. Nix</u>	<u>Reg. No. 33,119</u>
<u>Michael E. Shanahan</u>	<u>Reg. No. 43,914</u>
<u>Richard M. Feustel, Jr.</u>	<u>Reg. No. 46,698</u>

Send correspondence to: Michael E. Shanahan
FISH & NEAVE
1251 Avenue of the Americas
New York, New York 10020-1104

Direct telephone calls to: Michael E. Shanahan
(212) 596-9000

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor James B. Riley

First inventor's signature  12/14/00
Date

Residence 17 Isla Bahia Drive, Fort Lauderdale,
Florida, 33316
Citizenship United States
Post Office Address 17 Isla Bahia Drive, Fort
Lauderdale, Florida, 33316

Full name of second inventor Patrick M. Toomey

Second inventor's signature  12/14/00
Date

Residence 12717 West Sunrise Boulevard, #274, Sunrise,
Florida 33325
Citizenship United States
Post Office Address 12717 West Sunrise Boulevard, #274,
Sunrise, Florida 33325